

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	THETA GOLD MINES LIMITED
ABN	30 131 758 177

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Yang (Simon) Liu
Date of last notice	15 August 2018

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect Interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Simon Liu holds a 37.5% interest in Hanhong New Energy Holdings Ltd Simon Liu holds a 50% interest in Smart Vision Investment Group Ltd
Date of change	30 January 2019
No. of securities held prior to change	Simon Liu <ul style="list-style-type: none">- 1,229,474 fully paid ordinary shares- 979,474 listed options exercisable at \$0.30 per share on or before 31 October 2020- 500,000 unlisted options exercisable at \$0.40 each expiring 12 October 2019- 200,000 unlisted options exercisable at \$0.35 each expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.30- 200,000 unlisted options exercisable at \$0.40 each expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.35 Hanhong New Energy Holdings Ltd <ul style="list-style-type: none">- 4,527,105 fully paid ordinary shares- 500,000 unlisted options exercisable at \$0.30 each expiring 22 August 2019 Smart Vision Investment Group Ltd <ul style="list-style-type: none">- 8,242,369 fully paid ordinary shares- 500,000 unlisted options exercisable at \$0.15 each expiring 12 October 2019

Class	Fully paid ordinary shares
Number acquired	Nil
Number disposed	4,000,000
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	<p>Simon Liu</p> <ul style="list-style-type: none"> - 1,229,474 fully paid ordinary shares - 979,474 listed options exercisable at \$0.30 per share on or before 31 October 2020 - 500,000 unlisted options exercisable at \$0.40 each expiring 12 October 2019 - 200,000 unlisted options exercisable at \$0.35 each expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.30 - 200,000 unlisted options exercisable at \$0.40 each expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.35 <p>Hanhong New Energy Holdings Ltd</p> <ul style="list-style-type: none"> - 4,527,105 fully paid ordinary shares - 500,000 unlisted options exercisable at \$0.30 each expiring 22 August 2019 <p>Smart Vision Investment Group Ltd</p> <ul style="list-style-type: none"> - 4,242,369 fully paid ordinary shares - 500,000 unlisted options exercisable at \$0.15 each expiring 12 October 2019
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Distribution to beneficiary of managed fund.

+ See chapter 19 for defined terms.
01/01/2011 Appendix 3Y

Appendix 3Y Change of Director's Interest Notice

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A

Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

Date: 5 February 2019